

**Concordia  
University  
Students'  
Association inc**

**Association des  
Etudiants et Etudiantes  
de l'Université  
Concordia inc**



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**CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION**

**SPECIAL MEETING OF THE BOARD OF DIRECTORS  
HELD ON FRIDAY, NOVEMBER 16, 1990 AT 10:00 A.M.  
IN H-662, SIR GEORGE WILLIAMS CAMPUS**

**1. CALL TO ORDER**

Chairperson, Ian St. Maurice, called this meeting to order at 10:13 a.m.

**2. ROLL CALL**

**PRESENT**

**ARTS AND SCIENCE**

Anne Marie Clarke (w/r)  
Ariel Deluy  
Hernani Farias  
Bishara Hilal  
David Schwalb

**COMMERCE**

Karen Cox  
Michael Drolet  
Jennifer Kalman  
Katherine Kruse

**ENGINEERING**

Jarno Makkonen  
Duen Lup Tsui

**FINE ARTS**

George Liem

**Friday, November 16, 10:00 A.M.**

**ABSENT**

**Arts and Science:** Sandra Branker (w/r), Stuart Lctovsky (w/r), Tammy Powell, Ra'ad Ra'ad (w/r), Melodie Sullivan

**Commerce:** Thomas Dowd

**3. APPROVAL OF AGENDA**

**BE IT RESOLVED THAT the Agenda of the Special Meeting of the Board of Directors Be Approved.**

Moved by: B. Hilal  
Seconded by: H. Farias

**MOTION TO AMEND**

H. Farias proposed the addition of Item 4.1: Directors' Remarks with the intention of elaborating upon items 1,2,3 and 4 and the reason this meeting has been called under a five minute limit.

Moved by: H. Farias  
Seconded by: B. Hilal

**VOTE ON MOTION TO AMEND**

**9/0/2 CARRIED**

**VOTE ON MOTION**

**10/0/1 CARRIED**

**4. CHAIRPERSON'S REMARKS**

The Chair informed the directors of the receipt of a Judicial Board letter which states that all the items on this agenda are illegal because of the non-compliance with Article 5.2.2 of the Constitution. He also said that in light of the fact that Judicial Board is operating in contravention with the best interest of the association as stated in article 2 of the association, he will disregard this decision. The Chair further added that item 7.3 of the constitution indicates that the decision Judicial Board reached is not correct and that it is for this reason that he will rule this meeting legal.

**4.1 DIRECTORS' REMARKS**

H. Farias said that under the Quebec Companies Act, any time that a constitution violates the Quebec Companies Act the first priority of the company is to correct the situation. He also said that in a meeting held in October it was

confirmed that this association was in violation of Article 5.2.2 since the required 30 seats of this Board are not filled. H. Farias further added that a duly called meeting was held and article 5.2.2 was corrected by this Board unanimously.

H. Farias said that contrary to Judicial Board's ruling, Judicial Board cannot exist without this Board. He also said that the amendment was corrected legally and rightfully and that Judicial Board did not present to this Board their motions for approval. H. Farias concluded that until their decisions are approved by this Board, none of them are binding on this association.

H. Farias said that there is a letter from the lawyer stating that motion 1 and 2 are not in contradiction with the Quebec Companies Act and that no conflict of interest exists between the two. He also said that article 3 and 4 are in contradiction with articles 18 and 20 of the constitution. He also said that a contradiction does exist and that if a contradiction exists with the lawyers' opinion, this case could be resolved in a higher ruling.

H. Farias said that Judicial Board is a quasi Judicial system recognized only by CUSA and that their rulings are not binding on any member of this association nor do they have any legal holdings outside of this association or this university.

H. Farias said that the constitution has not advanced any principles or goals that this association has attempted to accomplish. He also said that this is the first year that a concerted effort has been made to correct the gaps in the constitution and that the Board should be commended for its efforts.

## **5. NEW BUSINESS**

### **5.1 Resolution Re: Article 5.2.1 & 5.2.2**

**WHEREAS CUSA Inc. is incorporated under part III of the Quebec Companies Act (Revised Statutes of Quebec chapter C-38);**

**WHEREAS Article 85 of the Quebec Companies Act states: "If, at any time, an election of directors is not made or does not take effect at the proper time, the company shall not be held to be thereby dissolved, but such election may take place at any subsequent general meeting of the company called for that purpose, and the retiring directors shall continue in office until their successors are elected";**

**WHEREAS the Quebec Companies Act, being recognized as provincial law, shall take precedence in any conflict between the by-laws of a company and statutes of the Act;**

**BE IT RESOLVED THAT appropriate parts of Article 5.2.2 and 5.2.1 be interpreted to be binding on the association in the following manner:**

- (1) There shall be at no time more than 30 directors. However, there may be less in circumstances described below;
- (2) At the end of their term, all directors are assumed to retire regardless;
- (3) Those directors elected shall come into their office on the date prescribed at the /annual General Meeting regardless;
- (4) If, at any time, due to vacancies, the requirements of articles 5.2.1 and 5.2.2 are not fulfilled by the Board of Directors, then the vacant seats shall remain vacant under the consideration of "delay to elect" and can be filled through the process of a duly called by-election. The Board as elected shall have the first responsibility to correct through legal means any insufficiencies with respect to Articles 5.2.1 and 5.2.2. However, the Board as elected is the rightful Board of CUSA and shall act otherwise in that manner.

Moved by: H. Farias

Seconded by: J. Makkonen

J. Makkonen said that the Quebec Companies Act is binding on this association and that it assumes in their statutes that a company will at all times have the correct number of directors on their Board. He also said that they have given provisions in article 85 so that the company can continue to exist, otherwise it would be in violation of the act and therefore some legal action would need to be taken in order to correct it through the court system or by dissolving the company.

J. Makkonen said that this is a correct interpretation of the act and has to be stated in order that CUSA will recognize itself. He also said that a by-election should be called immediately but that this should not prevent the Board from conducting any business that it feels necessary to conduct.

VOTE ON MOTION

11/0/1

CARRIED

**5.2 Resolution Re: Article 20**

WHEREAS The Companies Act of Quebec prescribes that the by-laws of a company shall be amended by a simple majority motion of the Board of Directors of the company and does not require referendum;

WHEREAS The procedure in Article 20 is in conflict with the Companies Act;

WHEREAS The Companies Act takes precedence over the by-laws and letters patent of the company;

BE IT RESOLVED THAT Article 20 cease to hold force and that CUSA shall operate by Quebec Law.

Moved by: H. Farias  
Seconded by: J. Makkonen

H. Farias said that despite the wording, by accepting Quebec Law does not signify that CUSA is illegal. He also said that by obeying Quebec Law a foundation exists for running the association and that to some extent some of the holes are getting replaced.

D. Schwalb suggested an amendment whereby the wording of "does not require referendum" be amended to read "may go to a referendum". The Chair suggested the following amendment: "however, certain issues may go to referendum".

J. Makkonen said that the referendum that will be held will not be binding on the association and will only be held for advice. He also said that subsections 2 and 3 of article 91 of the Companies Act confirms that the constitution is a by-law of the corporation. J. Makkonen further added that article 3 of article 91 states that by-laws made by the Board that are not confirmed by a general mandate of the company's shareholders would have to go through a general meeting.

J. Makkonen said that this resolution in itself is not an actual amendment to the constitution. He further added that it is an issue of interpretation and for this reason it requires a simple majority vote.

D. Schwalb asked for clarification on the referendum not being binding on the association. H. Farias replied that as far as referendums are concerned, there is a contradiction between CUSA and profit companies whereby the shareholders are the people who control the companies. He further added that in CUSA's case the students have voted the Board in with a mandate but that this does not imply that students who hold the vote own the shares. H. Farias concluded that it is only the Chairperson who owns the shares and implies that CUSA would have to go to a referendum only because these members should be involved. He further added that it is only in general assemblies that decisions are passed, not necessarily in a referendum, since they are not binding on the government but are an influence on the people.

D. Schwalb said that it is the students who have the last voice when it comes to a referendum and that the Board being representative of the student population should enforce what the majority of the students feel is correct.

H. Farias said that in terms of legality, the Board is not binding and the fact that it accepts the referendum demonstrates democracy on the part of the association.

VOTE ON MOTION

UNANIMOUS

**5.3 Resolution Re: Article 18**

**BE IT RESOLVED THAT all officers and directors of CUSA can be removed by a simple majority motion of the Board.**

The Chair read article 18 of the constitution.

Moved by: B. Hilal

Seconded by: H. Farias

H. Farias said that in accordance with the Quebec Companies Act, a director or an officer can be removed by a simple majority vote. He also said that by protecting the reputation of officers and directors through in camera sessions, does not imply that the rights of that person can obstruct the affairs of the company.

H. Farias said that the directors of the company are responsible to the shareholders and implies that they have to abide by the 50.1% rule.

D. Schwalb asked if this would be a vote of confidence. H. Farias replied that it would be the equivalence of a vote of confidence.

M. Drolet asked if under section 18 of the constitution whether this would replace the entire section. The Chair replied that it replaces subsections c), d) and e) of article 18.2.

The Chair said that this would be article 18.4 replacing items c), d) and e) of article 18.2. He also said that it is not being brought in as a by-law.

J. Makkonen said that this motion would not require a two-thirds vote in light of the fact that the resolution under item 5.2 which was passed.

**MOTION TO AMEND**

**BE IT RESOLVED THAT all "officers and Directors of CUSA can be removed by a simple majority motion of the Board" shall replace sections c), d) and e) of article 18.2 of the CUSA Constitution.**

**VOTE ON MOTION**

**10/0/2**

**CARRIED**

5.4 SPECIAL AGENDA ITEM

BE IT RESOLVED THAT Mr. Stuart Letovsky be removed from the office of Co-President of CUSA.

Moved by: H. Farias  
Seconded by: D. Schwalb

(Time: 11:00 a.m.)

The Chair proceeded to take questions from the floor before the meeting went into a closed session.

Avi Kuser said that the removal of an individual from a democratically elected office reflects on their reputations and that when logical debate takes place some rumors detrimental to that reputation may arise. He also said that this member's state of concern for his reputation must be addressed by having this debate in an open session. The Chair replied that the reason why items of this sort are held in in-camera session is that statements made and printed in the press result in court cases and civil suits. He also said that because the best interest of the association is served when such statements are not made public is the reason why there is a history to go in camera when discussing such subjects, because of the legal implications of a lawsuit.

Derrik Ajmo said that derogatory statements should be the deciding factor, however in situations such as this, derogatory statements are almost always made and the reality of it is that it can't be avoided. He also said that this motion appears rather very strict and that the Board better reflect upon if it is better to remove this Co-President and whether this association will serve the students better without him or if the result will be that the students will feel that the Board hasn't acted in their best interest. He also said that these points should be the focus of this debate in the in camera session. D. Ajmo concluded by saying that in the last few months, this Board has not acted in the best interest of the students and that the constitution has been debated upon for seven years. He also said that this constitution has been used to solve CUSA every time and that it is a set of by-laws.

M. Spowart said that any decision made on this agenda item would be made with reasonable hard facts and would not involve derogatory comments in which case this meeting would not have to be held in camera. He also said that the Board owes it to the students to inform them why the Board is removing someone from office who was elected in office and that if the Board does not comply with this every director will be held accountable.

M. Spowart asked to know if eight directors petitioned to have this item on the agenda or if there was a petition of 100 signatures that was circulated. The Chair replied that he has received a letter signed by nine directors and that it is not public knowledge.

MOVE TO GO INTO CAMERA

Moved by: J. Makkonen  
Seconded by: B. Hilal

VOTE ON MOTION TO GO IN CAMERA 10/0/2

CARRIED

(Time: 11:25 a.m.)

**Motion:**

**BE IT RESOLVED THAT Stuart Letovsky no longer has access to any keys of any offices in CUSA, and;**

**BE IT FURTHER RESOLVED THAT the Executive Administrator and the Comptroller shall be mandated to enforce the Board's decisions should Mr. Stuart Letovsky not comply with the above stated, and;**

**BE IT FURTHER RESOLVED THAT Mr. S. Letovsky no longer have the right to sit on any committee in or out of this university nor represent CUSA in any capacity. and;**

**BE IT FURTHER RESOLVED THAT S. Letovsky no longer have access to the privileges nor the monetary remuneration of the position of Co-President.**

Moved by: D. Schwalb

Seconded by: H. Farias

VOTE ON MOTION

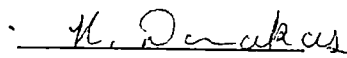
10/1/1

CARRIED

This meeting was adjourned at 12:10 p.m.

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Ian St. Maurice, Chairperson

  
Helen Danakas, Secretary